

LAW OFFICES  
**ALLEN H. HARRISON, JR.**  
SUITE 706  
2009 NORTH 14<sup>TH</sup> STREET  
ARLINGTON, VIRGINIA 22201  
  
TELEPHONE (703) 524-8309  
FAX (703) 524-3035

RECORDATION NO. 24206-A FILED  
NOV 01 '05 2-59 PM  
SURFACE TRANSPORTATION BOARD

October 31, 2005

**Recordation No. 24206-A**

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Termination of Use Agreement ("Full Termination") dated as of October 26, 2005.

The parties to the enclosed Full Termination are:

Flex Leasing I, LLC	-	LESSOR/TERMINATOR
Suite 730		
221 Main Street		
San Francisco, CA 94105		

CSX Transportation, Inc.	-	LESSEE
J-220		
500 Water Street		
Jacksonville, FL 32202		

The said Full Termination, among other things, acts to terminate and release all units from the Memorandum of Use Agreement between the above parties, recorded under Recordation No. 24206 and fully terminates of record the said Memorandum of Use Agreement. The Full termination should be recorded under the next available letter under Recordation No. 24206, which letter we believe to be "-A."

The equipment covered by the instant Full Termination is all equipment covered in and by that certain Memorandum of Use Agreement recorded under Recordation NO. 24206.

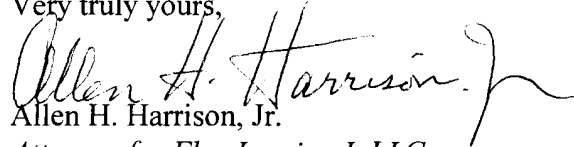
A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

"Full Termination of Memorandum of Use Agreement."

Enclosed is a check in the amount of thirty-three dollars (\$33.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", written in dark ink.

Allen H. Harrison, Jr.

*Attorney for Flex Leasing I, LLC,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Enclosures

BY HAND

8212-020

NOV 01 '05

2-59 PM

## MEMORANDUM OF FULL TERMINATION OF USE AGREEMENT

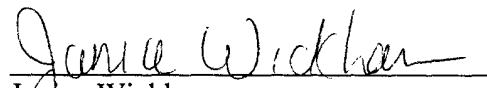
SURFACE TRANSPORTATION BOARD

**FLEX LEASING I, LLC**, filed that certain Memorandum of Use Agreement with (a) the Surface Transportation Board, Recordation No. 24206, on November 8, 2002 at 12:06 p.m. and (b) the Registrar General of Canada on the 12th day of November, A.D. 2002 at 2:00 p.m., relating to the letter agreement described below:

That certain letter agreement for the use of railcars dated November 29, 2001 (the "Use Agreement"), between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, and **CSX TRANSPORTATION, INC.** ("Lessee"), located at 500 Water Street, J-220, Treasury Department, Jacksonville, Florida 32202.

The duties and obligations of the parties to the Use Agreement have been satisfied and discharged. The terms of the said Use Agreement have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby fully terminates of record the Use Agreement.

Dated as of October 26, 2005**FLEX LEASING I, LLC**

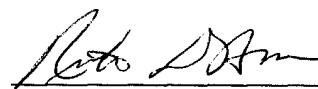
  
 Janice Wickham  
 Vice President

STATE OF NEW YORK )  
 ) ss:  
 COUNTY OF NEW YORK )

On this 26th day of October, 2005, personally came before me, Janice Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 26th day of October, 2005.

SEAL

  
 Notary Public  
 My Commission Expires: \_\_\_\_\_  
**RICHARD D'ANNUNZIO**  
 Notary Public, State of New York  
 No. 43-4693159  
 Qualified in Richmond County  
 Commission Expires March 30, 2007